

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

RECEIVED
FEB 9 2012
MANAGEMENT
SIB
600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6512
FAX (410) 332-0885

March 8, 2012

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Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 F Street, S.W.
Washington, D. C. 20423

RE: Finance Docket No. 35605, *RailAmerica, Inc., Palm Beach Rail Holding, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC—Control Exemption Wellsboro & Corning Railroad, LLC*

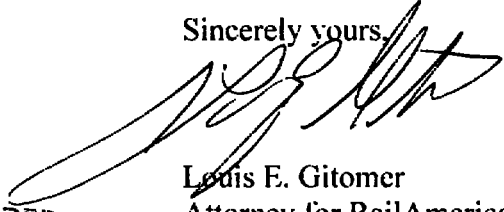
Dear Ms. Brown:

Enclosed for filing are the original and 10 copies of a Motion for Protective Order by RailAmerica, Inc., Palm Beach Rail Holding, Inc., RailAmerica Transportation Corp., RailTex, Inc., Fortress Investment Group, LLC, and RR Acquisition Holding, LLC.

Please time and date stamp the additional copy of this letter and the Motion and return them with our messenger. Thank you for your assistance.

If you have any questions please call or email me.

Sincerely yours,



ENTERED
Office of Proceedings

MAR - 8 2012

Part of
Public Record

Louis E. Gitomer
Attorney for RailAmerica, Inc., Palm Beach
Holding, Inc., RailAmerica Transportation Corp.,
RailTex, Inc., Fortress Investment Group, LLC, and
RR Acquisition Holding, LLC—Control Exemption—
Marquette Rail, LLC

Enclosures

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BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 35605

RAILAMERICA, INC., PALM BEACH RAIL HOLDING, INC., RAILAMERICA
TRANSPORTATION CORP., RAILTEX, INC., FORTRESS INVESTMENT GROUP, LLC,
AND RR ACQUISITION HOLDING, LLC—CONTROL EXEMPTION—
WELLSBORO & CORNING RAILROAD, LLC

MOTION FOR PROTECTIVE ORDER

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Scott G. Williams Esq.
Senior Vice President & General Counsel
RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256
(904) 538-6329

Louis E. Gitomer, Esq.
Melanie B. Yasbin, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgraillaw.com

Attorneys for: RailAmerica, Inc.,
Palm Beach Rail Holding, Inc.,
RailAmerica Transportation Corp.,
RailTex, Inc., Fortress Investment Group,
LLC, and RR Acquisition Holding, LLC

Dated: March 8, 2012

BEFORE THE
SURFACE TRANSPORTATION BOARD

Finance Docket No. 35605

RAILAMERICA, INC., PALM BEACH RAIL HOLDING, INC., RAILAMERICA
TRANSPORTATION CORP., RAILTEX, INC., FORTRESS INVESTMENT GROUP, LLC,
AND RR ACQUISITION HOLDING, LLC—CONTROL EXEMPTION—
WELLSBORO & CORNING RAILROAD, LLC

MOTION FOR PROTECTIVE ORDER

RailAmerica, Inc., Palm Beach Rail Holding, Inc., RailAmerica Transportation Corp., RailTex, Inc. (“RailTex”), Fortress Investment Group, LLC, and RR Acquisition Holding, LLC (collectively “RailAmerica et al.”), pursuant to 49 C.F.R. §1104.14(b), file this Motion for Protective Order (the “Motion”) for approval to file under seal the unredacted Unit Purchase Agreement dated January 31, 2012 (the “Agreement”) among RailTex, TransRail Holdings, LLC, Industrial Waste Group, LLC, Wellsboro & Corning Railroad Co. (“W&C”), A. Thomas Myles III, A. Thomas Myles IV, and William Myles (collectively “Sellers”).

Concurrent with the filing of this Motion, RailAmerica et al. is filing a Verified Notice of Exemption pursuant to 49 C.F.R. §1180.2(d)(2) for RailAmerica et al. to acquire control of W&C (the “Filing”). RailAmerica et al. is submitting a redacted version of the Agreement with the Filing and will file unredacted versions of the Agreement under seal.

Granting this motion will facilitate the potential exchange and use of commercially sensitive material in this proceeding, including the Agreement. These materials, if publicly disclosed, could cause commercial or other harm to the disclosing party. The proposed protective order complies with Board rules and is modeled after protective orders the Board has

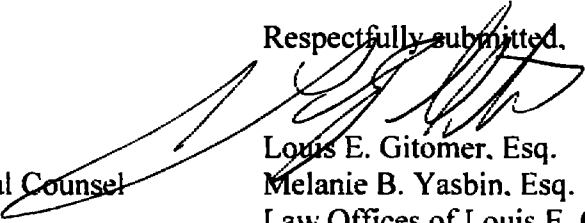
issued in prior adjudications. See *Cedar River Railroad Company—Trackage Rights Exemption—Chicago, Central & Pacific Railroad Company*, STB Docket No. 35593 (February 24, 2012).

Public disclosure of the commercially sensitive provisions of the Agreement is not necessary for the disposition of the Filing. RailAmerica et al. requests the Board treat those terms as confidential. RailAmerica et al. contends that public disclosure of the complete Agreement is not necessary for the consideration and disposition of Filing.

For the reasons set forth above, RailAmerica et al. respectfully requests that the Board grant this Motion and adopting the protective order attached hereto.

Scott G. Williams Esq.
Senior Vice President & General Counsel
RailAmerica, Inc.
7411 Fullerton Street, Suite 300
Jacksonville, FL 32256
(904) 538-6329

Respectfully submitted,


Louis E. Gitomer, Esq.
Melanie B. Yasbin, Esq.
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
(410) 296-2250
Lou@lgrailaw.com

Attorneys for: RailAmerica, Inc.,
Palm Beach Holding, Inc.,
RailAmerica Transportation Corp.,
RailTex, Inc., Fortress Investment Group,
LLC, and RR Acquisition Holding, LLC

Dated: March 8, 2012

APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "Confidential Information" means the unredacted Unit Purchase Agreement among RailTex, Inc. ("RailTex"), TransRail Holdings, LLC, Industrial Waste Group, LLC, Wellsboro & Corning Railroad Co., A. Thomas Myles III, A. Thomas Myles IV, and William Myles filed under seal on March 8, 2012, in Docket No. FD 35605.

2. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to counsel for RailTex of the attached Undertaking. Confidential Information shall be used solely for the purpose of this and any related Board proceedings, or any judicial review proceeding arising therefrom, and not for any other business, commercial or other competitive purpose.

3. Confidential Information shall not be disclosed in any way or to any person without the written consent of RailTex or an order of the Board, and then solely for use in connection with this and related Board proceedings, or any judicial review proceeding arising therefrom, provided that such person has been given and has read a copy of this Protective Order and agrees to be bound by its terms by executing the attached Undertaking prior to receiving access to this information.

4. Any documents containing Confidential Information must be destroyed, and notice of such destruction must be served on RailTex, at the completion of this and any related Board proceedings, or any judicial review proceeding arising therefrom.

5. If the Board retains the Confidential Information, it shall, in order to keep it confidential, treat the information in accordance with the procedure set forth at 49 C.F.R. § 1104.14.

6. If any party intends to use Confidential Information at hearings or otherwise in this proceeding or in any related Board proceedings, or in any judicial review proceeding arising therefrom, the party shall submit any filings or documents setting forth or revealing such Confidential Information to the Board, or the reviewing court as appropriate, under seal, and shall accompany such submission with a written request to the Board or the court to (i) restrict attendance at any hearing during discussion of such Confidential Information, and (ii) restrict access to the portion of the record or briefs reflecting discussion of such Confidential Information in accordance with the Protective Order.

7. All parties must file simultaneously a public version of any Confidential submission filed with the Board. The Confidential Version may be served on other parties in electronic format only.

8. All parties must comply with all of the provisions stated in this Protective Order unless good cause, as determined by the Board, is shown by any party to warrant suspension of any of the provisions herein.

UNDERTAKING

I, _____, have read the Protective Order governing the filing of Confidential Information by RailTex, Inc. ("RailTex") in Docket No. FD 35605 and understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any data or information obtained under this Undertaking, or to use or permit the use of any techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in Docket No. FD 35605 or any judicial review proceedings taken or filed in connection therewith. I further agree not to disclose any data or information obtained under this Protective Order to any person who is not also bound by the terms of this order and has executed an Undertaking in the form hereof. At the conclusion of this proceeding (including any proceeding on administrative review, judicial review or remand), I will promptly destroy any documents containing or reflecting Confidential Information, other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking, and that RailTex shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Dated: _____

Signature: _____

Position: _____

Affiliation: _____